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Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
in re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
_____	)	

**PROPOSED AGENDA FOR MATTERS SCHEDULED  
TO BE HEARD ON NOVEMBER 19, 2012 AT 10:00 A.M. (EST)**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,  
Alexander Hamilton U.S. Custom House, Courtroom 501  
One Bowling Green, New York, New York 10004-1408

**I. CONTESTED MATTERS**

1. Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 61]

**Related Documents:**

- a.** Memorandum of Law in Support of Debtors Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 62]
- b.** Declaration of Samuel M. Green in Support of the Proposed Sale of Debtors' Assets [Docket No. 63]
- c.** Notice of Filing of Additional Exhibit to Debtors Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 66]
- d.** Declaration of Peter Giamporcaro in Support of the Sale of the Nationstar Purchased Assets Without a Privacy Ombudsman [Docket No. 187]
- e.** Amended Declaration of Peter Giamporcaro in Support of the Sale of the Nationstar Purchased Assets Without a Privacy Ombudsman [Docket No. 189]
- f.** Debtors' Omnibus Reply to Objections to Sale Procedures Order [Docket No. 373]
- g.** Supplemental Declaration of Samuel M. Greene in Further Support of the Proposed Sale of Debtors' Assets [Docket No. 375]
- h.** Notice of Filing Amended and Restated Asset Purchase Agreement Among Nationstar Mortgage LLC and Certain Debtors [Docket No. 534]

- i.** Notice of Filing of Asset Purchase Agreement Among Berkshire Hathaway Inc. and Certain Debtors [Docket No. 535]
- j.** Notice of Filing of Proposed Order Under 11 U.S.C. §§ 105, 363, and 365 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 (I) Approving (A) Sale of Debtors' Assets Pursuant to Asset Purchase Agreement with Berkshire Hathaway Inc.; (B) Sale of Purchased Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; and (C) Related Agreements; and (II) Granting Related Relief [Docket No. 537]
- k.** Order Under 11 U.S.C. §§ 105, 363(b) and 365 (I) Authorizing and Approving Sale Procedures, Including Payment of Break-up Fees; (II) Scheduling Bid Deadline, Auction (If Necessary) and Sale Hearing; (III) Establishing Assumption and Assignment Procedures, Including Procedures for Fixing Cure Amounts; and (IV) Establishing Notice Procedures and Approving Forms of Notice [Docket No. 538]
- l.** Notice of Public Auction and Sale Hearing to Sell Certain of Debtors' Assets Pursuant to Asset Purchase Agreements with Nationstar Mortgage LLC and Berkshire Hathaway Inc. and Related Relief and Dates [Docket No. 539]
- m.** Affidavit of Publication of Notice of Public Auction and Sale Hearing to Sell Certain of Debtors' Assets Pursuant to Asset Purchase Agreements with Nationstar Mortgage LLC and Berkshire Hathaway Inc. and Related Relief and Dates [Docket No. 895]
- n.** Notice of Filing Amended Assumption and Assignment Notice in Connection with Sale Procedures Order [Docket No. 913]
- o.** Corrected Notice of Filing Amended Assumption and Assignment Notice in Connection with Sale Procedures Order [Docket No. 914]
- p.** Amended Notice of Public Auction and Sale Hearing to Sell Certain of Debtors' Assets Pursuant to Asset Purchase Agreements with Nationstar Mortgage LLC and Berkshire Hathaway Inc. and Related Relief and Dates [Docket No. 1446]
- q.** Affidavit of Publication re Amended Notice of Public Auctions and Sale Hearing to Sell Certain of Debtors' Assets Pursuant to the Asset Purchase Agreements with Nationstar Mortgage LLC and Berkshire Hathaway Inc. and Related Relief and Dates in the Wall Street Journal and New York Times [Docket No. 1670]
- r.** Amended Affidavit of Publication re: Amended Notice of Public Auctions and Sale Hearing to Sell Certain of Debtors' Asset Purchase Agreements with Nationstar Mortgage LLC and Berkshire Hathaway Inc. and Related Relief and Dates [Docket No. 1804]

- s. Notice of Successful Bidders at the Auctions and Sales of (A) the Platform Assets to Ocwen Loan Servicing, LLC and (B) the Whole Loan Assets to Berkshire Hathaway Inc. [Docket No. 1960]
- t. Amended Notice of Successful Bidders at the Auctions and Sales of (A) the Platform Assets to Ocwen Loan Servicing, LLC and (B) the Whole Loan Assets to Berkshire Hathaway Inc. and Notice of Filing (A) Ocwen APA and (B) Amended and Restated BH Legacy APA [Docket No. 2050]
- u. Notice of Filing and Amended Proposed Order Under 11 U.S.C. §§ 105, 363, and 365 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 (I) Approving (A) Sale of Debtors' Assets Pursuant to Asset Purchase Agreement with Berkshire Hathaway Inc.; (B) Sale of Purchased Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; and (C) Related Agreements; and (II) Granting Related Relief [Docket No. 2181]
- v. Notice of Filing Proposed Order Under 11 U.S.C. §§ 105, 363, and 365 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 (I) Approving (A) Sale of Debtors' Assets Pursuant to Asset Purchase Agreement with Ocwen Loan Servicing, LLC; (B) Sale of Purchased Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (C) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Thereto; and (D) Related Agreements and (II) Granting Related Relief [Docket No. 2188]

#### **Cure Notices**

- a. Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 924]
- b. First Supplemental Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1459]
- c. First Amended and Restated Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1484]
- d. First Notice of (I) Debtors' Intent to Assume and Assign Certain SBO Servicing Agreements as Executory Contracts and (II) Cure Amounts Related Thereto [Docket No. 2076]

- e. Second Notice of (I) Debtors' Intent to Assume and Assign Certain SBO Servicing Agreements as Executory Contracts and (II) Cure Amounts Related Thereto [Docket No. 2077]

**Sale Objections and Related Filings**

- a. Reservation of Rights of WFBNA to Debtors Motion Pursuant to 11 U.S.C. §§ 105, 363(B), (F), and (M), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 281]
- b. Limited Objection of U.S. Bank National Association, as Indenture Trustee, to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(B), (f) and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (Ii) Scheduling Bid Deadline and Sale Hearing; (iii) Approving Form and Manner of Notice Thereof; and (iv) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (ii) Authorizing and Approving Asset Purchase Agreements Thereto; (iii) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (iv) Granting Related Relief [Docket No. 282]
- c. Limited Objection of Certain Trustees for Residential Mortgage Backed Securities Trusts to Debtors Motion Pursuant to 11 U.S.C. Sections 105, 363(B), (F), and (M), 365 and 1123, and Fed R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (I) Granting Related Relief [Docket No. 291]

- (i) Affidavit of James L. Garrity, Jr. in Support of the Limited Objections of Certain Trustees for Residential Mortgage Backed Securities Trusts to the Debtors' Sale Motion and Postpetition Financing Motions [Docket No. 300]
- (ii) Joinder of Wells Fargo Bank, N.A., as Master Servicer for Residential Mortgage Backed Securities Trusts to (a) Limited Objection of Certain Trustees for Residential Mortgage Backed Securities Trusts to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief; and (b) Limited Objection of Certain Trustees for Residential Mortgage Backed Securities Trusts to the Debtors Postpetition Financing Motions [Docket No. 292]
- (a) Declaration of Martin G. Bunin in Support of Joinder of Wells Fargo Bank, N.A., as Master Servicer for Residential Mortgage Backed Securities Trusts to (a) Limited Objection of Certain Trustees for Residential Mortgage Backed Securities Trusts to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief; and (b) Limited Objection

of Certain Trustees for Residential Mortgage  
Backed Securities Trusts to the Debtors Postpetition  
Financing Motions [Docket No. 296]

- d.** Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1242]
- (i)** Joinder of Wells Fargo Bank, N.A., as Master Servicer for Residential Mortgage Backed Securities Trusts to Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1243]
  - (ii)** Joinder of U.S. Bank National Association as Master Servicer for Residential Mortgage Backed Securities Trusts to the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1246]
  - (iii)** Joinder of the Bank of New York Mellon as Master Servicer for Residential Mortgage Backed Securities Trusts to the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1250]
  - (iv)** Joinder of HSBC Bank, National Association as Trustee Under Certain Mortgage Backed Securities Trusts to the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1501]
  - (v)** Objection of CIBM Bank and Joinder in the Pre-Auction Objection of the RMBS Trustees [Docket No. 1612]
  - (vi)** Response of the RMBS Trustees in Support of Their Pre-Auction Objections to the Debtors' Sale Motion [Docket No. 1807]
  - (vii)** Statement and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation With Respect to the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1812]
  - (viii)** Federal Home Loan Mortgage Corporation's Statement and Reservation of Rights with Respect to the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1839]
  - (ix)** Joinder of Fannie Mae to (I) Syncora Guarantee Inc.'s Request for Clarification on October 17, 2012 Hearing and Reservation of Rights Regarding Early Consideration of

Objections to Treatment of Mortgage Servicing Contracts Pursuant to Debtors' Sale Motion and (II) Federal Home Loan Mortgage Corporation's Statement and Reservation of Rights with Respect to the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1843]

- (x) Supplement to Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1987]
  - (xi) Joinder of Wells Fargo Bank, N.A. as Master Servicer for Residential Mortgage Backed Securities Trusts, to Supplement to Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1994]
  - (xii) Joinder of the Bank of New York Mellon as Master Servicer for Residential Mortgage Backed Securities Trusts to the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 2000]
  - (xiii) Joinder of U.S. Bank National Association as Master Servicer for Residential Mortgage Backed Securities Trusts to Supplement to the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 2084]
- e. Limited Objection and Reservation of Rights By Roosevelt Mortgage Acquisition Company and Roosevelt Depositor LLC to Debtors' Proposed Sale Approval Order and Proposed Assumption and Assignment of Agreements [Docket No. 1628]
- f. Objection and Reservation of Rights of Wells Fargo Bank, N.A., to Proposed Cure Amounts and Assumption and Assignment of Executory Contracts [Docket No. 1632]
- g. Objection of Wells Fargo Bank, N.A., as Custodian for Residential Mortgage Backed Securities Trusts, to Proposed Cure Amounts and Assumption and Assignment of Executory Contracts [Docket No. 1633]
- h. Limited Objection of Wells Fargo Bank, N.A. to Debtors' Motion to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and Cure Amounts Related Thereto [Docket No. 1648]
- i. Everbank's Limited Objection to First Amended and Restated Notice of (I) Debtor's Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Non-



Residential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1656]

- j.** Syncora Guarantee Inc.'s Limited Objection to Debtors' Sale Motion [Docket No. 1657]

  - (i)** Supplement to Syncora Guarantee Inc.'s Limited Objection to Debtors' Sale Motion [Docket No. 1996]
- k.** Limited Objection of Ally Financial Inc. and Ally Bank to the Debtors' Proposed Platform Sale Motion [Docket No. 2069]

  - (i)** Notice of Filing of Ally Financial Inc. Support Letter in Relation to the Debtors' Proposed Sale of Assets [Docket No. 1845] [Docket No. 1845]
  - (ii)** Limited Objection and Reservation of Rights of Ally Financial Inc. and Ally Bank Regarding Assumption and Assignment of Certain Executory Contracts to Nationstar Mortgage LLC [Docket No. 1659]
- l.** Objection of Wells Fargo Bank, N.A. to Debtors' Sale Motion [Docket No. 1979]
- m.** CitiMortgage, Inc.'s Objection to the Debtors' Proposed Sale of the Servicing Platform [Docket No. 1992]

  - (i)** CitiMortgage, Inc.'s Objection to the Debtors' Proposals: (I) to Assume and Assign Certain Executory Contracts; and (II) to Assign Cure Amounts Related Thereto [Docket No. 1646]
- n.** Limited Objection of Ad Hoc Group of Junior Secured Noteholders to Sale Transactions and Reservation of Rights [Docket No. 1995]
- o.** Statement and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation with Respect to Debtors' Motion for Order (I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 2015]

  - (i)** Objection and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation to Proposed Assumption and

Assignment of Certain Executory Contracts [Docket No. 1810]

- p.** Opposition of County of San Benito, California to Motion for Order Authorizing Sale of Certain Debtor Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests and Granting Related Relief [Docket No. 2125] [LATE FILED]
- q.** Neighborhood Assistance Corporation of America's Statement Regarding, and Objection to, the Debtors' Proposed Sale of Platform Assets to Ocwen Loan Servicing, LLC [Docket No. 2068] [LATE FILED]

  - (i)** Declaration of Bruce Marks in Support of Neighborhood Assistance Corporation of America's Statement Regarding, and Objection to, the Debtors' Proposed Sale of Platform Assets to Ocwen Loan Servicing, LLC [Docket No. 2070]
- r.** Reservation of Rights of the Official Committee of Unsecured Creditors with Respect to the Debtors' Sale Motion [Docket No. 2071]
- s.** Limited Objection and Reservation of Rights of the United States of America to the Debtors' Sale Motion [Docket No. 2072]

  - (i)** Limited Objection and Reservation of Rights of the United States of America to First Supplemental Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1658]
- t.** Limited Objection of Wilmington Trust, N.A. to Sale Transactions and Reservation of Rights [Docket No. 2074]
- u.** Objection of California Housing Finance Agency to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases or Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1614]

  - (i)** Supplement to Objection of California Housing Finance Agency to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases or Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Reflected Thereto [Docket No. 2011]
- v.** Limited Objection of Los Angeles County Employees Retirement Association to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases of Personal Property and

Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts  
Related Thereto [Docket No. 1638]

- w. Limited Protective Objection by Connecticut Housing Finance Authority to the Debtors' Sale Motion [Docket No. 2006]
  - (i) Supplement to Limited Protective Objection by Connecticut Housing Finance Authority to the Debtors' Sale Motion [Docket No. 2185]
  - (ii) Affidavit of Elizabeth Vallera in Support of CHFA's Limited Protective Objection to Ocwen's Assumption and Assignment of its Servicing Agreement with GMAC ResCap [Docket No. 2186]
- x. Statement of the Official Committee of Unsecured Creditors Concerning Sales of the Debtors' Servicing Platform and Legacy Loan Portfolio [Docket No. 2187]
- y. Lead Plaintiff's Limited Objection to Debtors' Motion to Approve Sale of Assets Pursuant to (A) the Asset Purchase Agreement with Ocwen Loan Servicing, LLC [Platform Assets] and (B) the Asset Purchase Agreement with Berkshire Hathaway LLC [Whole Loan Assets] [Docket No. 1982]
  - (i) Joinder of Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company to Lead Plaintiff's Limited Objection to Debtors' Motion to Approve Sale of Assets Pursuant to (A) the Asset Purchase Agreement with Ocwen Loan Servicing, LLC [Platform Assets] and (B) the Asset Purchase Agreement with Berkshire Hathaway LLC [Whole Loan Assets] [Docket No. 1984]
  - (ii) Joinder of Donna Moore, Frenchola Holden and Keith McMillon to Lead Plaintiff's Limited Objection to Debtors' Motion to Approve Sale of Assets Pursuant to (A) the Asset Purchase Agreement with Ocwen Loan Servicing, LLC [Platform Assets] and (B) the Asset Purchase Agreement with Berkshire Hathaway LLC [Whole Loan Assets] [Docket No. 1985]
  - (iii) Joinder of Cambridge Place Investment Management Inc. to Lead Plaintiff's Limited Objection to Debtors' Motion to Approve Sale of Assets Pursuant to (A) the Asset Purchase Agreement with Ocwen Loan Servicing, LLC [Platform Assets] and (B) the Asset Purchase Agreement with Berkshire Hathaway LLC [Whole Loan Assets] [Docket No. 1986]

**Resolved**<sup>1</sup>

- a. Objection of the United States Trustee to Debtors' Motion for Approval of Sale Procedures, Including Break-up Fee and Expense Reimbursement and Related Relief [Docket No. 271]
- b. USAA Federal Savings Bank's Limited Objection to Debtors (I) Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for an Order (A) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Authorizing and Approving Asset Purchase Agreements Thereto, (C) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (D) Granting Related Relief; and (II) Notice of Intend to (A) Assume and Assign Certain Executory Contracts and (B) Cure Amounts [Docket No. 1611]
- c. Reservation of Rights and Limited Objection of JPMorgan Chase Bank, N.A. to Notice and First Amended and Restated Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1613]
- d. Reservation of Rights and Limited Objection of WFBNA to (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and Cure Amounts Related Thereto ["Cure Objection and Assignment Objection"] [Docket No. 1652]
- e. Frost National Bank
  - (i) Joinder of Frost National Bank in RMBS Trustees' Pre-Auction Objection to Debtors' Sale Motion [Docket No. 1249]
  - (ii) Objection of the Frost National Bank to the First Supplemental Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1651]
  - (iii) Supplemental Objection of the Frost National Bank to the Debtors' Motion to Sell [Docket No. 61], Debtors' Intent to Assume and Assign Certain Executory Contracts [Docket

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<sup>1</sup> Filings marked with "\*" are resolved subject to final documentation or agreement on the final proposed form of order.

No. 924] and Debtors' Notice of Successful Bidder [Docket No. 1960] [Docket No. 1993]

- f.** Objection of TCF National Bank and Joinder in the Pre-Auction Objection of the RMBS Trustees [Docket No. 1452]

  - (i)** Withdrawal of Objection of TCF National Bank and Joinder in the Pre-Auction Objection of the RMBS Trustees [Docket No. 1644]
- g.** Limited Objection of Recall Secure Destruction Services, Inc. to Debtors' Motion Seeking, Among Other Relief, Approval for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases [Docket No. 1627]
- h.** Oracle's Limited Objection and Rights Reservation Regarding (I) Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief ("Sale Motion") and (II) Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1630]
- i.** Objection of Infor Global Solutions (Michigan), Inc. to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1642]
- j.** Objection of MidFirst Bank to Notice of Debtors' Intent to Assume and Assign Certain Executory Contracts, Expired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and Cure Amounts Related Thereto (Docket No. 924); and First Amended and Restated Notice of Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and Cure Amounts Related Thereto [Docket No. 1653]

- (i) Notice of Withdrawal of MidFirst Bank's Objection [Docket No. 1653] and Reservation of Rights to Claim of No Default, Proposed Cure Amounts and Assumption and Assignment of Executory Contracts [Docket No. 2075]
- k. Response of MERSCORP Holdings, Inc. to Debtors' Sale Motion [Docket No. 2004]
  - (i) Response of MERSCORP Holdings, Inc. to Debtors' Sale Motion [Docket No. 1991]
    - (ii) Notice of Withdrawal of Response of MERSCORP Holdings, Inc. to Debtors' Sale Motion (Docket No. 1991) [Docket No. 2003]
    - (iii) Withdrawal of Response of MERSCORP Holdings, Inc. to Debtors' Sale Motion [Docket No. 2172]
- l. Federal National Mortgage Association's Objection to Debtors' motion and Notice of (I) Debtor's Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Non-Residential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1689]\*
- m. Federal Home Loan Mortgage Corporation's Objection to Debtors' Proposed Assumption and Assignment of Certain Executory Contracts and Related Cure Amounts [Docket No. 1690]\*
  - (i) Federal Home Loan Mortgage Corporation's Objection to Debtors' Proposed Sale of Servicing Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests [Docket No. 2101]
- n. Objection of International Business Machines Corp. to Notice of (I) Debtor's Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1592]\*
- o. Objection of Verizon Communications Inc. to Proposed Cure Amount in Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1603]\*
- p. Objection of Dallas CPT Fee Owner, L.P. to the Proposed Assumption and Assignment of their Non-Residential Lease with Residential Funding Corporation and to the Proposed Cure Amounts [Docket No. 1625]\*

- q. Objection of Mortgage Electric Registration Systems, Inc. and MERSCORP Holdings, Inc. to Notice of (I) Debtors Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases of Personal Property and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1645]\*
- r. Objection of ClearCapital.com, Inc. to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1647]\*
- s. Objection of 2255 Partners, L.P.'s Objection to Cure Amount Stated in Notice of (I) Debtors' Intent to Assume and Assign Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1655]\*
- t. CoreLogic, Inc.'s Objection to Debtors' Proposed Cure Amounts Necessary to Assume Contracts [Docket No. 1662]\*
- u. Limited Objection of Lewisville Independent School District and Carrollton-Farmers Branch Independent School District to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f) and (m), 365 and 1123 and Fed. R. Bankr. P. 2002, 6004, 6006 and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 1970]
- v. Local Texas Tax Authorities' & City of Memphis' Objection to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), and 365 for Entry of an Order (I) Authorizing and Approving Sale Procedures...(II) Scheduling Bid Deadline, (III) Establishing Assumption and Assignment Procedures...and (IV) Establishing Notice for and Other Related Relief Pertaining to the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests [Docket No. 2001]
- w. Los Angeles County Tax Collector's (I) Limited Objection to Proposed Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances; and (II) Request for Adequate Protection [Docket No. 2029]

**Adjourned<sup>2</sup>**

- a.** Digital Lewisville LLC's Objection to: (I) Debtors' Motion for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests; (II) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 61]; and (II) Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1649]
- (i)** Limited Objection of Digital Lewisville, LLC to Debtors' Motion for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 278]
- (ii)** Digital Lewisville LLC's Supplemental Limited Objection to Debtors' Sale Motion, in Particular, Debtors' Proposed Order [Docket No. 1990]
- (i)** Supplemental Limited Objection of USAA Federal Savings Bank to (i) the Debtor's Sale Motion, (ii) Notice of Intent to (a) Assume and Assign Certain Executory Contracts and (b) Cure Amounts, and (iii) Notice of Successful Bidder for Serving Platform [Docket No. 2097]
- b.** Objection of DB Structured Products, Inc. and MortgageIT Holdings, Inc. to Debtors' Proposed Cure Amount and to Assumption and Assignment of Related Agreements [Docket No. 1623]
- (i)** Supplemental Objection of DB Structured Products, Inc. and MortgageIt Holdings, Inc. to Debtors' Proposed Cure

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<sup>2</sup> Filings listed as "Adjourned" have been adjourned to a later hearing date to be determined.



Amount and to Assumption and Assignment of Related  
Agreements [Docket No. 2037]

- c. Limited Objection and Reservation of Rights of PNC Mortgage, a Division of PNC Bank, NA with Respect to Proposed Sale of Debtors' Assets [Docket No. 1981]
  - (i) Limited Objection and Reservation of Rights of PNC Mortgage, a Division of PNC Bank, NA to Notice of (I) Debtors' Intent to Assume and Assign Executory Contracts, Unexpired Leases of Personal Property, and (II) Cure Amounts Related Thereto [Docket No. 1635]
- d. Objection of MBIA Insurance Corporation to First Amended and Restated Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1736]
- e. Limited Objection of Financial Guaranty Insurance Company ("FGIC") to the Debtors' Sale Motion and Assumption Notice [Docket No. 1746]<sup>3</sup>
  - (i) Declaration of Lori Sinanyan in Support of the Limited Objection of Financial Guaranty Insurance Company to the Debtors' Sale Motion and Assumption Notice [Docket No. 1748]
- f. Limited Response of PHH Mortgage Corporation to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 1980]
- g. Objection of Canon Financial Services, Inc. to Debtors' Proposed Cure Amounts [Docket No. 1537]
- h. Objection of Cal-Western Reconveyance Corporation to the First Supplemental Notice of (I) Debtor's Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and

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<sup>3</sup> FGIC's objection is adjourned as to cure and adequate assurance and resolved in all other respects.

Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts  
Related Thereto [Docket No. 1557]

- i. Objection of Pite Duncan, LLP to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto and First Supplemental Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1631]
- j. Iron Mountain Information Management, Inc.'s Reservation of Rights and Limited Objection to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases of Personal Property and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1636]
- k. Objection of Hewlett-Packard Company and HP Enterprise Services, LLC to the Debtors' Proposed Assumption and Assignment of Executory Contracts [Docket No. 1641]
- l. Objection of Canon USA, Inc. to Proposed Cure Amounts and Assumption and Assignment of Executory Contracts [Docket No. 1937] [LATE FILED]

**Debtors' Replies and Declarations**

- m. Debtors' Omnibus Reply to the RMBS Trustees' Pre-Auction Objections to the Debtors' Sale Motion [Docket No. 1768]
- n. Debtors' Omnibus Reply to Objections to Debtors' Sale Motion [Docket No. 2135]
- o. Debtors' Reply to Digital Lewisville, LLC's (I) Objection to the Debtors' (A) Sale Motion, and (B) Notice of Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (II) Supplemental Limited Objection to the Debtors' Sale Motion, and in Particular, the Debtors' Proposed Order [Docket No. 2136]
- p. Declaration of Marc D. Puntus in Support of Debtors' Sale Motion [Docket No. 2137]
- q. Declaration of Denmar Dixon of Walter Investment Management Corp. in Support of Debtors' Sale Motion [Docket No. 2138]
- r. Declaration of John Ruckdaschel in Support of Debtors' Sale Motion [Docket No. 2139]

- s. Anti-Collusion Declaration of R. Ted Weschler in Accordance with Sale Procedures Order Dated June 28, 2012 [Docket No. 538] [Docket No. 2140]
- t. Declaration of Ronald M. Faris of Ocwen Loan Servicing, LLC in Support of Debtors' Sale Motion [Docket No. 2141]

**Witness Lists and Exhibit Lists**

- a. Debtors' Witness List for Sale Motion Hearing [Docket No. 2142]
- b. Debtors' Exhibit List for Sales Motion Hearing [Docket No. 2143]
- c. Ally Financial Inc.'s List of Potential Witnesses and Potential Exhibits for November 19, 2012 Sale Hearing [Docket No. 2147]
- d. Ally Financial Inc.'s List of Potential Witnesses and Potential Exhibits for November 19, 2012 Sale Hearing [Docket No. 2148]
- e. USAA's Federal Savings Bank's List of Potential Witnesses and Potential Exhibits for Sale Hearing on November 19, 2012 [Docket No. 2149]
- f. Neighborhood Corporation of America's List of Potential Witnesses and Exhibits for Sale Hearing [Docket No. 2167]
- g. Digital Lewisville, LLC's List of Potential Witnesses and Potential Exhibits for November 19, 2012 Sale Hearing [Docket No. 2183]

**Status:** The hearing on this matter will be going forward.

**II. ADVERSARY PROCEEDING MATTERS**

**1. Pretrial Conference – Williams v. GMAC Mortgage, LLC (Adv. Proc. No. 12-01896)**

**Related Documents:**

- a. Complaint to Determine the Nature, Extent and Validity of Lien and Disallowance Secured Claim, TILA Violation, Fraud, Libel, Quiet Title, TRO, Preliminary and Permanent Injunctions for Violation of the Fair Debt Collection Practices Act [Docket No. 1]
- b. Summons and Notice of Pretrial Conference [Docket No. 2]
- c. Debtors' Motion for Dismissal of Adversary Proceeding Pursuant to Bankruptcy Rule 7012(b)(5) and (b)(6) Or, in the Alternative, Permissive Abstention Pursuant to 28 U.S.C. § 1334(c)(1) [Docket No. 3]

**Status:** The hearing on this matter will be going forward.

**2. Pretrial Conference - Farr v. GMAC Mortgage, LLC (Adv. Proc. No. 12-01899)**

**Related Documents:**

- a.** Complaint [Docket No. 1]
- b.** Summons and Notice of Pretrial Conference [Docket No. 2]

**Status:** The hearing on this matter is being adjourned to January 29, 2013.

Dated: November 15, 2012  
New York, New York

/s/ Gary S. Lee  
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